



**Ulusoy Un Sanayi ve Ticaret A.Ş.**

**Realization and Evaluation Report prepared by  
the Audit Committee regarding the  
Assumptions used as Basis in Determining the  
Public Offering Price**

**Has been prepared as per the 29<sup>th</sup> Article of the  
Share Communique of the Capital Markets Board  
dated 22.06.2013 and numbered VII/128.1.**

**27.08.2015**



Report Date : 27.08.2015  
Report Number : FTR-03

## 1. Report Subject and Justification

This report that includes evaluations regarding whether the assumptions taken as basis in determining the public offering price of Ulusoy Un San. ve Tic. A.Ş. have realized or not, has been prepared by Ulusoy Un Sanayi ve Ticaret A.Ş. Audit Committee as per the 29<sup>th</sup> article of the Share Communique of the Capital Markets Board numbered VII-128.1.

## 2. Statements

As per the 5<sup>th</sup> paragraph of the 29<sup>th</sup> article of the Share Communique of the Capital Markets Board numbered VII-128.1, it is compulsory for the partnership whose Shares have been offered to the public for the first time, to prepare a report within ten business days following the disclosure of its financial statements to the public and during the two years after its shares have started to be traded at the stock exchange, including evaluations on whether the assumptions taken as basis in determining the public offering price have realized or not, and the underlying reasons in case these have not realized, and for the said report to be published on the website of the partnership and at the Public Disclosure Platform.

In the price determination report published by Şeker Yatırım A.Ş., which has mediated the public offering of our company at the dates of 12-13-14/11/2014, at the Public Disclosure Platform on 07.11.2014, the value of our company and the public offering price range have been determined as provided below.

### Valuation Study Summary

(TL)	Determined Value	Weight	Equity Value
DCF	251.603.548	50%	125.801.774
Trading Multiples (FD/EBITDA)	332.369.524	25%	83.092.381
Trading Multiples (F/K)	190.204.416	25%	47.551.104
Equity Value prior to Public Offering			<b>256.445.259</b>
<b>Number of Shares</b>			<b>65.000.000</b>
<b>Pre-offering Share Price (TL)</b>			<b>3,95</b>
<b>Public Offering Price Range (TL)</b>			<b>2,90 – 3,45</b>
<b>Public Offering Range Discount</b>			<b>26,5% - 12,6%</b>

-Table 01-

## 3. Assumptions and Evaluations

*Assumptions and Evaluations regarding Discounted Cash Flow Analysis*



The DCF Analysis studies cover the period between 2014-2023 as the projection period, and the free cash flows have been discounted to the current value by being discounted over the weighted average capital cost.

Summarized comparisons and evaluations of our financial statements dated 30.06.2015 that have been independently audited by DMR Bağımsız Denetim ve Danışmanlık A.Ş. and the assumptions and realizations for the price determination report that has been published by Şeker Yatırım A.Ş. on 07.11.2014 at the Public Disclosure Platform are explained below.

Product	Detail	Quantity (Ton)				Amount (Million TL)			
		2015/2 Estimated Sales Quantity	2015/2 Realized Sales Quantity	Difference (Realized- Estimated)	Realization Ratio (%)	2015/2 Estimated Sales Amount	2015/2 Realized Sales Amount	Difference (Realized- Estimated)	Realization Ratio (%)
<b>FLOUR</b>		110.628	101.913	-8.715	%92	115,24	108,04	-7,20	%94
	Export	51.788	50.622	-1.166	%98	46,40	47,85	1,45	%103
	Domestic	45.598	46.219	621	%101	58,00	54,28	-3,72	%94
	Commercial (Domestic)	13.242	5.072	-8.170	%38	10,84	5,91	-4.93	%55
<b>BRAN</b>		22.010	29.035	7.025	%132	12,70	13,60	0,90	%107
<b>RED DOG (BONKALITE)</b>		2.968	4.302	1.334	%145	2,20	2,70	0,50	%123
<b>BROKEN</b>		2.474	2.513	39	%102	1,70	1,66	-0,04	%98
<b>BARLEY</b>		4.462	11.579	7.117	%260	4,04	8,45	4,41	%209
<b>CORN</b>		32.142	96.998,00	64.856	%302	23,04	57,20	34,16	%248
	Domestic	14.454	70.834	56.380	%490	10,34	43,70	33,36	%423
	Export	17.688	26.164	8.476	%148	12,70	13,50	0,80	%106
<b>WHEAT</b>		427.708	336.500,00	-91.208	%79	330,94	255,72	-75,22	%77
	Domestic	260.618	266.379	5.761	%102	215,64	208,19	-7,45	%97
	Export	167.090	70.121	-96.969	%42	115,30	47,53	-67,77	%41
<b>OTHER</b>							1,90	1,90	
<b>TOTAL</b>		<b>602.392</b>	<b>582.840</b>	<b>-19.552</b>	<b>%96,75</b>	<b>489,86</b>	<b>449,27</b>	<b>-40,59</b>	<b>%91,71</b>

-Table 02-

In Table 02, summarized comparisons are provided regarding the estimations for the Company's 2015 first half year product and commodities sales quantities and amounts in the price determination report and their realizations.

For 2015 first half year, the estimated total sales quantity is 602.392 Tons and the realized total sales quantity is 582.840 Tons, and the estimation/realization ratio has been realized as 96,75%. Again, for the first half year of 2015, the Company's estimated product and commodities sales amount is 489,86 Million TL in total and the realized total sales amount is 449,27 Million TL, and the estimation/ realization ratio has been realized as 91,71%.

Income Statement	2015/2 Estimated	2015/2 Realized	Difference (Realized- Estimated)	Realization Ratio (%)
Net Sales Revenues	489,8	449,27	-40,53	%91,73
Gross Profit	30,54	32,17	1,63	%105,34
Gross Profit Margin	% 6,24	%7,16	%0,93	%114,84
Real Operating Profit	15,4	18,06	2,66	%117,27
Real Operating Profit Margin	% 3,14	%4,02	%0,88	%127,85
EBITDA	16,16	19,16	3	%118,56
EBITDA Margin	% 3,30	%4,26	%0,97	%129,26
Net Profit	8,4	2,5	-5,9	%29,76
Net Profit Margin	% 1,71	%0,56	%-1,16	%32,45

-Table 03-

In Table 03, summary comparisons are provided regarding the estimations of the Company's 2015 first half year income statement items in the price determination report and the realizations. The Net Sales Revenues have realized at the level of 449,27 Million TL, as 40,53 Million TL below the estimated 489,8 Million TL at the end of first half year of 2015, and an estimation/realization ratio of 91,73% has been achieved. The Gross Profit amount has also realized 1,63 Million TL above the estimation and a realization ratio of 105,34% has been achieved as compared to the foreseen amount. Again, in the Real Operating Profit the realization ratio has been 117,27%, and in the Real Operating Profit Margin the realization ratio has been 127,85%. In the EBITDA (Earnings Before Interest Taxes Depreciation and Amortization) amount and margin, as compared to the values in the Price Determination Report, there has been a realization ratio at the levels of 118,56 % in EBITDA and 129,26% in the EBITDA Margin. The net profit/loss item has resulted with a net profit of 2,5 Million TL. The most important factor in the deviation of the estimations regarding the net profit/loss amount has been the important increases in the currency exchange rates during the first half year of 2015 and the increased additional financing costs and expenses arising from the exchange valuations of the Company's foreign exchange debts and loans.

Macro Forecasts in the Price Determination Report published by Şeker Yatırım A.Ş on 07.11.2014 ;

Table 04

Our Macro Forecasts;

Macro Forecasts	2012G	2013G	2014T	2015T	2016T	2017T
Real GDP Growth	2,2%	4,0%	3,0%	3,0%	4,0%	5,0%
Inflation (CPI)	6,2%	7,4%	8,8%	8,0%	7,0%	6,0%
Year-end Dollar/TL	1,78	2,13	2,25	2,29	2,33	2,36
Average Dollar/TL	1,80	1,90	2,18	2,27	2,31	2,34
Year-end Euro/TL	2,35	2,93	2,92	2,93	2,98	3,02
Average Euro/TL	2,31	2,53	2,93	2,93	2,95	3,00



While the 2015 average exchange rate estimation in the Price Determination Report was 1 USD = 2,27 TL, according to the TR Central Bank's 30.06.2015 data the USD rate (Buying Exchange Rate) has realized as 1 USD = 2,7064 TL. A significant amount of the increases in the additional financing costs and expenses arising from the exchange valuations of the Company's foreign currency debts and loans has emerged from the increase beyond the expectations in the currency exchange rate, and this is the primary reason in the failure to achieve the net profit target.

#### **4. Conclusion**

All assumptions regarding sales from production in the Price Determination Report, were made based on the production predictions in Samsun and Çorlu plants of the company. If we are to examine the sales amounts from production under two headings, namely exports and domestic market; in the first 6 months of 2015, while exports were 98% and sales from production in domestic market were 101%.

Particularly corn and barley sales were well above the predictions with 302% and 260%, respectively. Transit wheat sales were reduced because of the fluctuations in the markets of far east countries and therefore the total wheat sales remained at 79%.

Respectfully submitted to the attention of the public.

Respectfully yours,

Signature

Kemal Kitaplı / Audit Committee Chairman

Signature

Vedat Ceyhan / Audit Committee Member